

Exhibit A



EXCLUSIVE AGREEMENT FOR BELL ATLANTIC

This letter agreement is between NewEnergy East, L.L.C. (including but not limited to any current, future, direct or indirect subsidiaries, and affiliates) having its principal place of business at 551 5th Avenue, Suite 400 New York, New York 10176 ("NEE") and Powerweb Technologies, Inc., a New Jersey corporation, (including but not limited to any current, future, direct or indirect subsidiaries, and affiliates) having its principal place of business at 655 Niblick Lane, Suite 100, Wallingford, PA 19086 ("PWT"), collectively the "Parties".

NEE is a national energy supplier in the business of providing energy and energy services to Bell Atlantic Corporation.

PWT is in the business of providing interactive information systems (Omni-Link[®]) to energy suppliers. These interactive information systems enable an energy supplier to offer additional value added services to their customers.

PWT has developed an Omni-Link Interactive Information System for the telecommunication industry. This system is specifically designed for capacity sales under the Active Load Management Program ("ALM") of the Pennsylvania Jersey Maryland Interconnect ["PJM"], and to enable a customer to execute energy saving programs.

The Parties hereby enter into to this exclusive agreement to develop projects for Bell Atlantic [and all current, future, direct or indirect subsidiaries and affiliates] by utilizing the Omni-Link technology to exploit opportunities and create revenues through the sale of electrical capacity and other energy savings programs by the operation of the Bell Atlantic standby generators. Generators will be dispatched within the terms of the Operating Agreement of the PJM as regulations permit to improve reliability and collect the optimum revenues for Bell Atlantic.

The Parties agree to share equally profits resulting from contracts with Bell Atlantic developed under this agreement using Omni-Link. The specific form of profit distribution will be determined and agreed upon with both parties before the final development of contracts with Bell Atlantic. In these contracts

Powerweb will be responsible for:

- (i) creation of a detailed project implementation plan, schedule and cost analysis
- (ii) turnkey Design Engineer Procure Construct (EPC) of an Omni-Link system
- (iii) post installation software and hardware maintenance of the Omni-Link system

NewEnergy, acting as the Bell Atlantic representative, will be responsible for:

- (i) supervision of the design and installation of the Omni-Link system
- (ii) development of generator dispatch operation procedures
- (iii) structure and execution of contracts for the sale of capacity and energy created by operation of generators
- (iv) PJM liaison
- (v) assisting Bell Atlantic staff in operating the generator dispatch system

collecting and distributing revenues for Bell Atlantic

POWERWEB TECHNOLOGIES

655 Niblick Lane, Suite 100

Wallingford, PA 19086

888-2POWERWEB

FAX 610-874-7212

www.2powerweb.com

PAGE 1

NEE *BH*

PWT *f3*

NE000166



The Parties agree to an open door policy that allows them to determine actual revenues, costs and profits of all Omni-Link energy related products sold to Bell Atlantic in order to determine actual market value for revenue and an equitable profit distribution between the Parties.

NEE will extend to PWT a right of first refusal to design and build similar systems for opportunities in which NEE elects to offer a similar program to other telecommunication companies to operate standby generators for the sale of energy and capacity. The terms of each opportunity will be agreed in writing prior to joint development of the opportunity. NEE agrees to maintain all confidentiality obligations detailed in the executed non-disclosure agreement.

NEE acknowledges that PWT brought the concept of reserve capacity sales (the Active Load Management Program) on the PJM to NEE and agrees not to independently pursue this opportunity in the telecommunication industry, specifically Bell Atlantic.

NEE agrees to fund project development costs of up to One Hundred Thousand Dollars (\$100,000.00) for Powerweb to create a detailed project implementation plan, schedule and investment analysis of an Omni-Link application for Bell Atlantic. NEE will deposit the funds with Powerweb within ten (10) business days after execution of this agreement. Allocation and use of the funds will be subject to the sole approval of NEE in advance. If Bell Atlantic does not proceed with the project unused funds will be allocated to joint development of other opportunities. These development funds will be repaid from the first project payments made by Bell Atlantic to either PWT or to NEE. The specific form of repayment will be determined and agreed upon with both parties before the final contract negotiations with Bell Atlantic.

The term of this Agreement shall be for one year. Any notice(s) to be given under this Agreement shall be made by registered or certified mail to the addresses herein, or as notified in writing by either Party. Any amendments or alterations hereto shall be valid only when made in writing and executed by authorized representatives of both parties. This Agreement may not be assigned in whole or in part by either Party without the prior written consent of the other Party.

The Parties agree that this letter agreement shall interpreted under the laws of the Commonwealth of Pennsylvania and that they shall seek to enforce its provisions only in the courts of the Commonwealth of Pennsylvania.

This letter agreement, in addition to the non-disclosure agreement previously executed and attached hereto, represent the entire agreement between the Parties.

POWERWEB TECHNOLOGIES, INC.

By: 

NAME

PRESIDENT

TITLE

NEWENERGY EAST, L.L.C.

By: 

NAME

Vice President - NewEnergy East

TITLE

Acknowledged and agreed to on this 7th day of January 2000:

NE000167

Exhibit B

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24

COPY

CONFIDENTIAL

ESQUIRE DEPOSITION SERVICES
1880 John F. Kennedy Boulevard
15th Floor
Philadelphia, Pennsylvania 19103

1 with Kirk Hampton.

2 These are all documents that
3 had to do with the deal structure between
4 Deidra Lord, Jim Curnyn. These were all
5 engineering documents from Bell Atlantic.

6 Kirk just got technical type
7 of information. And that was the
8 information, that was the patent
9 applications that we talked about, the
10 schematics, the drawings, the information
11 on the technology itself.

12 This is engineering
13 documents, generator load graphs. This
14 is the stuff from Deidra that she sent to
15 me on all the load profiles for the Bell
16 Atlantic buildings, because we had to
17 match the generators against the cost
18 centers of each one of the Bell Atlantic
19 cost centers.

20 This is environmental
21 permitting issues that we had retained
22 for NewEnergy based what -- the work we
23 had to do prior to putting the deal
24 together with Bell Atlantic.

headache, especially after the deal --
you know, the deal, the way the situation
is right now.

Q. Did you, in fact, spend up
to \$100,000?

A. More than.

A. Go ahead.

Q. So the answer is, yes, you
spent more than \$100,000?

A. Yes.

Q. Is there any documentation
for what that was spent on?

A. Yes. I didn't spend it.

A-Valey spent the money.

Q. So you -- you subcontracted
all of the work --

A. All of the engineering work,
yes.

Q. So is the entire amount of
the \$100,000 was -- went to A-Valey?

A. The entire amount of the
\$100,000? No. A-Valey spent more than
\$100,000.

Q. But at least \$100,000 was

pent -- in other words, Power --
NewEnergy gives you \$100,000, sends you
\$100,000?

A. Right.

Q. Those actual dollars, all of
those dollars, at least, were used up by
A-Valey?

A. They were used up, yes.

Q. Well, I'm trying to figure
out whether Powerweb kept some of that,
you spent some of that or does it all go
to A-Valey?

A. No. There's still monies
outstanding to A-Valey on our books
today.

Q. Power -- so Powerweb --

A. Has not paid the full bill
to A-Valey.

Q. Okay. Powerweb, though,
didn't keep any of the \$100,000 for its
own activity?

A. No. No. It was all
dedicated to this project.

Q. So if I wanted to get the

A. Correct.

Q. The \$100,000 from AES comes into Powerweb's account?

A. Correct.

Q. How is that money spent? Was it spent?

A. No, not particularly, not all of the money. I mean, it was spent in my mind, basically, because the bill from -- from A-Valey is over \$100,000.

Q. But --

A. So when -- what do you mean by "spent"?

Q. Well, in other words, there's \$100,000 in cash. If I went and looked at the Powerweb bank account today, is there \$100,000 in cash sitting there?

A. Yes, there's more than \$100,000 in cash.

Q. And on the books and records --

MR. GARCIA: You're assuming it's the same \$100,000, the same

dollars?

MR. LANDAU: No, I didn't ask that question. I just asked if there's \$100,000.

BY MR. LANDAU:

Q. And the question is -- the next question is, how does that -- if you can recall or if you know, how does that \$100,000 appear on the books and records of your company?

A. As an outstanding bill to A-Valey Engineers for engineering services on this project.

Q. And the income or assets --

A. It's on my P&Ls, yes.

Q. As an asset on the P&Ls?

A. No. It's an asset on my books and it's a deduction on my books as well as an accounts payable to A-Valey. Yes.

Q. Right. It's both.

Do you recall having any discussion in this period, February 2000, March 2000, with Dave McGeown about

Exhibit C

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

CONSTELLATION NEW : CIVIL
ENERGY, INC., : ACTION
Plaintiff, :

v. :

COPY

POWERWEB TECHNOLOGIES, :
INC., A-VALEY ENGINEERS, :
INC. and LOTHAR E.S. :
BUDIKE, JR., : NO. 02-CV-2733
Defendants. : (HB)

January 30, 2004

Oral deposition of LOTHAR
BUDIKE, P.E., held in the offices of Wolf
Block Schorr and Solis-Cohen LLP, 1650
Arch Street, Philadelphia, Pennsylvania
19103 commencing at 10:00 a.m., on the
above date, before Linda Rossi Rios, a
Federally Approved Registered
Professional Reporter and Notary Public
of the Commonwealth of Pennsylvania.

ESQUIRE DEPOSITION SERVICES
1880 John F. Kennedy Boulevard
15th Floor
Philadelphia, Pennsylvania 19103
(215) 988-9191

1 that New Energy would pay for this work?

2 A. I didn't know Energy -- I
3 didn't know these people, so I don't
4 know. I don't know what the agreement
5 they were going -- my thing was Bell is
6 going to pay somebody, and those
7 somebodys are going to pay A-Valey.
8 That's my idea.

9 Q. To the best of your
10 knowledge, have you been paid for this
11 work that you did that's been invoiced in
12 New Energy 55?

13 A. No, sir. No, sir.

14 Q. Did you understand that the
15 work that you were doing that is
16 represented in New Energy 54 and 55 was
17 being requested by Powerweb for the
18 installation of Omni-Link at Bell
19 Atlantic?

20 A. I beg your pardon?

21 Q. You understand that the work
22 that you were doing in New Energy 54 and
23 55 was being requested by Powerweb for
24 the installation of Omni-Link at the Bell

1 Atlantic facilities?

2 A. Yeah, I know that Powerweb
3 requested that to be done. And in
4 addition, Bell Atlantic requested. It's
5 okay, go ahead.

6 Q. The first invoice on New
7 Energy 55 seems to be work that began on
8 or about February 19, 2000?

9 A. If that's written, that's
10 correct.

11 Q. How soon before that was the
12 request made for you to start that work?

13 A. I remember meeting them --
14 sometime early in February. Early
15 February. Early February. Because
16 everything was -- remember I told you I
17 give him which buildings they should go?
18 So there was -- you know, things were
19 really going hectic because of the site
20 environmental problems with the
21 generators, et cetera, et cetera. So I
22 think the date was early February.

23 Q. When you said things were
24 going hectic, what do you mean?

Exhibit D

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

04:28

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

COPY

-----x

CONSTELLATION NEWENERGY, INC.,

Plaintiff,

Civil Action No.

-against-

02-CV-2733

POWERWEB TECHNOLOGIES, INC., et al,

Defendants.

-----x

February 17, 2004

10:05 a.m.

Deposition of BRIAN HAYDUK, taken by
Defendants, pursuant to notice, at the offices of
Wolf, Block, Schorr & Solis-Cohen, LLP, 250 Park
Avenue, New York, New York, before SUZANNE
PASTOR, a Shorthand Reporter and Notary Public
within and for the State of New York.



LEGALINK

A WORDWAVE COMPANY

LegalLink Manhattan
420 Lexington Avenue, Suite 2108
New York, NY 10170

tel (212) 557-7400 www.legalink.com
tel (800) 325-3376
fax (212) 692-9171

BRIAN HAYDUK

1
2 Q. Was it your understanding that if
3 there was anything left over, it would be used
4 for other opportunities?

5 A. Yes. It was my understanding that
6 during the term of the agreement, that's what
7 would happen. It would be used for other
8 opportunities.

9 Q. Well, does it say in here anywhere
10 that it would be returned if it wasn't used for
11 Bell?

12 A. No. But certainly my assumption was
13 that if the entire contract was terminated and
14 the funds weren't used for Bell Atlantic or other
15 opportunities, then it would be refunded.

16 Q. And that was your assumption based on
17 what?

18 A. Based on a contract being terminated,
19 that that's what would happen.

20 Q. Powerweb never agreed to that, did
21 they?

22 A. Not in -- no.

23 Q. At the time this was entered into,
24 were you aware of any discussions within
25 NewEnergy about pursuing this same type of

BRIAN HAYDUK

likely person to present this to Bell?

A. At the time probably either Jim Kernan or David McGeown. I may have been involved in presenting it, too, but I just don't remember doing that.

Q. Do you remember having any meetings with Bell about the proposal?

A. Not specifically, no.

Q. What happened with the deal that was being proposed?

A. My understanding was sometime before spring -- we had a deadline that we had to meet in order to get the contracts done and all the work that Powerweb had to do. We had a deadline that we had to meet. And sometime right before or right after, my recollection is I had a conversation with Jeremy Metz where he essentially told me that they, I don't know exactly who "they" are in this case, but they couldn't get comfortable with running the engines as part of the program because of the permitting on the engines.

I don't know if it was their legal folks or their environmental folks or who, but

BRIAN HAYDUK

1
2 for whatever reason, they could not get past the
3 permitting issue and decided that they couldn't
4 run the engines. And if they couldn't run the
5 engines, this deal essentially dies on the vine,
6 which is what happened.

7 Q. And this was before the summer of
8 2000?

9 A. Correct.

10 Q. Was there a decision made at that
11 time to in effect postpone it until the summer of
12 2001?

13 A. What's "it" in that case?

14 Q. Proceeding with this proposal.

15 A. I don't know.

16 Q. What, if anything, was done with Bell
17 in the summer of 2001 in this regard?

18 A. I don't think anything.

19 Q. Was something done in New York?

20 A. I don't believe so.

21 Q. Even in 2001?

22 A. In 2001 we -- at some point we were
23 involved with Electrotech that had a relationship
24 with Bell Atlantic, or maybe it was Verizon at
25 that point. I don't know if that was '01 or

Exhibit E

Subj: Fwd: Re: PowerWeb Conference call
12/30/99 5:23:19 PM Eastern Standard Time
From: dmcgeown@newenergy.com (David McGeown)
To: Pweb1@aol.com

File: Powerwebplansummary.DOC (45568 bytes)
DL Time (21600 bps): < 1 minute

Copy of final memo and confirmation that the call will be on Monday. Note the small adder - got some feedback that we may want the unspent money back if we do not move forward on other deals. That is so unlikely that I added it today. I don't like to even have the idea in there but at his point I just want it done. One idea to make the deal cleaner for NewEnergy was to let you increase the margin up front in return for forgoing a split of the operating margins downstream. I refused to bring that offer to you.

Hope you are having a good time in the Big Apple.

Best regards

>We will be having a conference call at 3:00 PM EST on Monday the 3rd to discuss the PoweWeb/Bell Atlantic opportunity in NJ. For those of you that do not have it, a summary of the deal will be forwarded to all.

Summary of the deal is attached.

PLEASE PLEASE call me if you have any questions. A lot of work has been put into this so far. I welcome the opportunity to talk to you before Monday. I will be checking voice mail regularly.

HAPPY NEW MILLENIUM

David McGeown
NewEnergy
908 704 8437
E fax 413 581 9034

----- Headers -----

Return-Path: <dmcgeown@newenergy.com>
Received: from rly-yb04.mx.aol.com (rly-yb04.mail.aol.com [172.18.146.4]) by air-yb04.mail.aol.com (v67.7) with ESMTTP; Thu, 30 Dec 1999 17:23:19 -0500
Received: from mail.newenergy.com (mail.newenergy.com [207.16.110.9]) by rly-yb04.mx.aol.com (v67.7) with ESMTTP; Thu, 30 Dec 1999 17:23:04 -0500
Message-id: <fc.0064ba2800084f520064ba280008477d.84f5c@newenergy.com>
Date: Thu, 30 Dec 1999 14:20:10 -0800
Subject: Fwd: Re: PowerWeb Conference call
To: Pweb1@aol.com
From: dmcgeown@newenergy.com (David McGeown)
ME-Version: 1.0
Content-type: multipart/mixed; boundary="=_-3029408412.42985136.2084"



PW05857

Exhibit F

Subj: Re(2): PowerWeb Conference call
e: 1/2/00 6:48:52 PM Eastern Standard Time
om: dmcgeown@newenergy.com (David McGeown)
ifo: Pweb1@aol.com

I understand, but please note added was ONLY if we did not agree on other deals. I will pass on your comments tomorrow.

Pweb1@aol.com, Internet writes:
> I don't not agree with the adder of yours, by giving money back says were
> not
> going to approach other deals together. I want a partner to approach
> other
> deals with, if thats not the case they let me know now.
>
> I know we both tried hard on this deal but I'm real tired of this
> eleventh
> hour bullshit.
>
> We have no deal until we get want we want a partner that wants to go
> after
> the market. I'll still expect your final answer by Monday.
>
> Happy New Year
>
> Lou

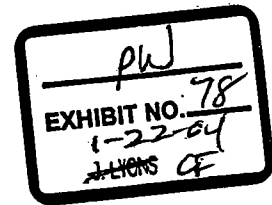
----- Headers -----

Return-Path: <dmcgeown@newenergy.com>
Received: from rly-zc02.mx.aol.com (rly-zc02.mail.aol.com [172.31.33.2]) by air-zc04.mail.aol.com (v67.7) with ESMTP; Sun, 02 Jan 2000 18:48:52 -0500
Received: from mail.newenergy.com (mail.newenergy.com [207.16.110.9]) by rly-zc02.mx.aol.com (v67.7) with ESMTP; Sun, 02 Jan 2000 18:48:43 -0500
Message-id: <fc.0064ba28000858803b9aca00ccdc61b.85881@newenergy.com>
Date: Sun, 02 Jan 2000 15:45:46 -0800
Subject: Re(2): PowerWeb Conference call
To: Pweb1@aol.com
From: dmcgeown@newenergy.com (David McGeown)
MIME-Version: 1.0
Content-type: text/plain; charset=ISO-8859-1
Content-Transfer-Encoding: 8bit



PW05855

Exhibit G



October 26, 1999

NewEnergy East, L.L.C.
1350 Avenue of the Americas
Suite 2015
New York, New York 10019-4801

This letter of intent is between NewEnergy East, L.L.C. (including but not limited to any current, future, direct or indirect subsidiaries, joint ventures, affiliates or sub-contractors) ("NEE") and Powerweb Technologies, Inc., a New Jersey corporation, having its principal place of business at 655 Niblick Lane, Suite 100, Wallingford, PA 19086 ("PWT"). Now, therefore, in consideration of the foregoing and other good and valuable consideration, and intending to be legally bound hereby, the parties hereto intend to execute the following:

NewEnergy is a "nationally focused" energy supplier in the business of providing energy as well as energy services to customers in the industrial and commercial marketplace.

PWT is in the business of providing interactive information systems (Omni-Link®) to energy suppliers. These interactive information systems enable an energy supplier to offer additional value added services to their customers.

PWT has developed an interactive information system for the telecommunication industry. This system is specifically designed to utilize existing load management programs from the PJM to enable a customer to execute energy-saving services as well as capacity-side sales. PWT intends to exclusively partner with NEE in offering this system and these related services to the Bell Atlantic Corporation.

NEE intends to pre-purchase products, services and project development expertise from PWT for the Bell Atlantic Corporation after all specific due diligence items are addressed and satisfied by NEE.

If NEE decides not to move forward with an exclusive partnership with PWT, NEE shall have no obligation to PWT.

NEE acknowledges that PWT brought the concept of reserve capacity sales to the PJM to NEE and agrees not to independently pursue this opportunity in the telecommunication industry (specifically Bell Atlantic). In addition, NEE agrees to maintain all confidentiality obligations detailed in the executed non-disclosure agreement.

POWERWEB TECHNOLOGIES
655 Niblick Lane, Suite 100
Wallingford, PA 19086
888-2POWERWEB
FAX 610-874-7212
www.2powerweb.com

PW00065

NEE / POWERWEB LETTER OF INTENT - 1 -



If NEE decides to move forward with an exclusive partnership with PWT NEE agrees to fund the sale, design, installation and configuration of an Omni-Link application specifically for Bell Atlantic by prepaying PWT for products, services and project development. In the course of due diligence NEE will determine the amount needed. It is anticipated that this sum could be \$500,000 (five hundred thousand dollars). NEE may specify how this money is to be distributed and utilized for these information system sales within the Bell Atlantic Corporation.

PWT agrees to an open book pricing policy where both parties split equally the costs and profits on all system sales. PWT also agrees that in the event that NEE is unable to realize a profitable return on investment with the Omni-Link® product within the Bell Atlantic organization, PWT will extend the exclusive partnership to other regional telecommunication companies.

As described herein, the satisfactory completion of the technical due diligence review in NEE's sole judgment is a condition proceeding any payment. Further, both parties may terminate this letter of agreement at any time for any reason and have no further liability other than the confidentiality obligations detailed in the non-disclosure agreement and this document.

DUE DILIGENCE CHECK LIST ITEMS:

1. Describe and provide detailed documentation on the value proposition to NEE of owning an exclusive license to the Omni-Link technology.
2. Describe and provide detailed documentation on the value proposition to a Bell Atlantic of purchasing an Omni-Link system from NEE.
3. Describe and provide detailed documentation on which services can be offered to Bell Atlantic and how they interact with NEE's supply side marketing strategies.
4. Describe and provide detailed documentation on how a capacity side virtual sale is transacted and demonstrate an actual sale with all contractual support documentation.
5. Describe and provide detailed documentation on the marketing penetration strategy of the product line within the Bell Atlantic organization.
6. Describe and provide detailed documentation on the market size and market potential for the product line within the Bell Atlantic organization.
7. Describe and provide detailed documentation on the system cost points, installation costs, and profit margins.
8. Describe and provide detailed documentation on the patent protection of the system technology to ensure exclusivity.
9. Describe and provide detailed documentation on the technology and how it operates within a telecommunication central-office.
10. Provide a fully operational working prototype at an actual central-office facility.

PW00066



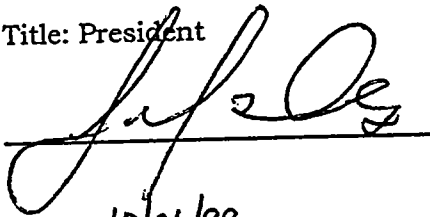
The Parties agree that this letter agreement shall be interpreted under the laws of the Commonwealth of Pennsylvania and that they shall seek to enforce its provisions only in the courts of the Commonwealth of Pennsylvania.

This letter agreement, in addition to the non-disclosure agreement attached hereto, represents the whole agreement between the Parties.

POWERWEB TECHNOLOGIES, INC.

By: Mr. Lothar E.S. Budike Jr.

Title: President

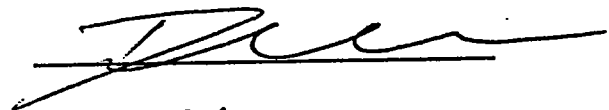


10/26/99
DATE

NEWENERGY EAST, L.L.C.

By: Mr. David I. MCGEOWN, PE

Title: Director of Energy Services



October 26 1999
DATE

Acknowledged and agreed to on this 26th day of October 1999:

PW00067

NEE / POWERWEB LETTER OF INTENT - 3 -

Exhibit H

David McGeown

February 26, 2004

Page 1

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA
CASE NO. 02-CV-2733 (HB)

CONSTELLATION NEWENERGY, INC.,

Plaintiffs,

(Videotaped)

Oral Deposition of:

vs.

DAVID McGEOWN

POWERWEB TECHNOLOGIES, INC.,
et al.,

Defendants.

ORIGINAL

* * * * *

Thursday, February 26, 2004

* * * * *

Transcript in the above matter taken at the
offices of Wolf Block, 101 Eisenhower Parkway,
Roseland, New Jersey, commencing at 10:17 a.m.,
before Seva Flicstein, Certified Shorthand
Reporter, Registered Merit Reporter, Certified
Realtime Reporter, a Notary Public of the State of
New Jersey.

CERTIFIED SHORTHAND REPORTING SERVICES

Arranged Through

MASTROIANNI & FORMAROLI, INC.

709 White Horse Pike

Audubon, New Jersey 08106

(856) 546-1100

Page 150

the engine sizes. But I think that was primarily Budike and Jim Curnyn worked on that.

Does that answer your question?

Q. Thank you very much.

Do you recall submitting a proposal like this to Bell Atlantic?

A. I did not.

Q. Do you recall anyone else doing that?

A. I believe Jim Curnyn did.

Q. Do you know whether it was actually handed to someone at Bell Atlantic at a meeting or sent by mail or how it was delivered?

A. I believe all of those. But I believe the venue was Team Energy.

Q. So this was a meeting of people from various parts of Bell Atlantic?

A. I believe at that point Team Energy had final control. Rod Shuyter had taken it up to the senior vice president of whatever that was the number two or number three. And they may even have been starting to call themselves Verizon at that stage. And had gotten some approvals from him. And this may have been the seminal document he was trying to get result to a contract.

Page 151

Q. Did you attend the meeting at Team Energy that you just described?

A. I attended multiple Team Energy meetings. I missed multiple Team Energy meetings. It wouldn't necessarily have been relevant that I would have attended this one.

Q. What did Bell Atlantic decide regarding this proposal?

MR. WHITE: Objection.

A. If I may recharacterize, with regard to our proposal, which this probably reasonably represents but I don't know if this specifically was examined in detail --

Q. I will accept that revision.

A. The senior vice president with whom we had to go up to approved the program, and gave an instruction that this program is going to work. And I remember clearly that the rub was he had to instruct a different team that was not part of Team Energy called the generator guys to participate.

And that was the rub, instructing them to participate.

Q. Who were the generator guys?

A. The responsibility for the operations of -- does the phrase "CO" make sense? CO is that

Page 152

1 switching center? Central Office, that's what it's
2 called, where the switch gear is that we were
3 planning to turn the generators on and off.

4 Team Energy was in an advisory
5 capacity only, not an execution capacity. Thus,
6 the generator guys were part of another division
7 that I believe was called Operations. I'm not
8 sure. That was their function. And Team Energy
9 could not instruct the generator guys.

10 Q. So how was it expected that this
11 would be brought about?

12 A. That from the instruction from the
13 head cheese, the senior vice president, that Team
14 Energy would approve the deal. Somebody in Team
15 Energy, probably Jeremy Metz, would be the contract
16 point of contact.

17 And that moving forward, we would
18 have generator guys in Operations that would
19 somehow be notified in the event that we were going
20 to execute a curtailment call, that they had to go
21 to the site and turn the generators on.

22 Q. Once that decision had been made,
23 what was the next step that was expected to occur?

24 MR. WHITE: Objection. You may
25 answer.

Page 153

1 A. Somewhere in Bell Atlantic we were
2 going to put the operational stuff together of what
3 sites, who, and how do we communicate with them to
4 make the program work. Oh, pardon me.

5 The next step, somebody was going to
6 sign a contract.

7 Q. Did that happen?

8 A. To my knowledge, no.

9 Q. Why not?

10 A. Because it is my understanding that
11 one of the generator guys wrote to the regional
12 Environmental Protection Agency to seek
13 clarification that if they ran their diesel
14 generators during a summer peak for profit, would
15 that be okay.

16 And the regional EPA guy sent a very
17 swift memo back telling Bell Atlantic that they
18 would be treated as an electric utility, and thus,
19 all their permits would be invalidated.

20 Q. Was this an official in New Jersey?

21 A. I don't know if it was a New Jersey
22 guy or the New York guy. It didn't really matter.
23 It was dead at that point.

24 Q. Was any effort made to try to solve
25 that problem?

39 (Pages 150 to 153)

Page 154

A. Other than begging, pleading? Yes, multiple efforts were made to try and get around it. But at that point the operations team had an official letter. And they sat back, that was it.

Q. Did that occur sometime in year 2000?

A. I'm pretty sure -- it had to occur about the time of the proposal. It was all 2000. By inference, yes.

Q. Was anything done with Bell Atlantic -- by "anything" I mean some sort of curtailment program -- at all in the year 2000?

A. I believe the answer is no.

Q. Was anything done like that with Bell Atlantic in the year 2001?

A. I don't know the answer to that. Pretty sure it's -- I'm pretty sure the answer is no.

Q. Was there a program in New York done with Bell Atlantic for curtailment?

A. There was a program in New York. I don't think Bell Atlantic participated. I think we tried. We didn't get it.

Q. Are you sure about that? Or you're not sure?

Page 155

A. I can remember trying. I can remember talking about facilities in New York, as we tried to resurrect the deal and keep something going. I remember we tried hard. But I don't think they participated in the end.

Q. Do you remember NewEnergy doing anything with Bell Atlantic in the year 2002?

A. No. Not to my knowledge. With regard, again, to programs of this nature.

Q. I am showing you what has been marked as Exhibit Powerweb-20.

Have you seen this before?

A. No.

Q. For the record, it's titled "Agreement for Customer Curtailment of Electricity Under the PJM Customer Load Reduction Pilot Program." It appears to be entered into between Amboy Aggregates and NewEnergy.

And -- I don't see an offerings date on it, but there is a fax on the back that has a header, July 26, 2000.

Do you know whether any sort of curtailment agreement was entered into with Amboy Aggregates and NewEnergy?

A. No, I don't.

Page 156

1 Q. Do you know whether NewEnergy entered
2 into any curtailment contracts with any customers
3 in the year 2000?

4 A. I believe the answer is they did.

5 Q. What customers?

6 A. I don't recall.

7 Q. Do you recall whether that was done
8 in the PJM?

9 A. No, I don't.

10 Q. Do you recall whether it was done in
11 the New York ISO?

12 A. Yes, I do.

13 Q. Do you recall the customers there?

14 A. No. There is only a handful. I
15 don't recall specifically who did sign up.

16 Q. Do you know whether it was done in
17 any other regions of NewEnergy?

18 A. I don't know -- California program
19 came and went. I believe there was probably
20 something in California. I'm pretty sure there was
21 something in Chicago.

22 MR. GARCIA: Would you mark this,
23 please.

24 (Exhibit Powerweb-214, Request for
25 advice on the purchase of Energy Tracking, Inc.,

Page 157

1 Bates stamped NE005843 through NE005849, was marked
2 for identification.)

3 Q. (BY MR. GARCIA:) I am showing you
4 what has been marked as Exhibit PW-214. It appears
5 to be a request for advice on the purchase of
6 Energy Tracking, Inc.

7 Have you seen this before?

8 A. Yes.

9 Q. It says, "Please respond to Robert
10 Morgan or David McGeown at AES NewEnergy by
11 August 25, 2000."

12 Did you have a role in preparing
13 this?

14 A. Yes.

15 Q. What was your role?

16 A. I believe I was the author.

17 Q. And were you recommending the
18 purchase of Energy Tracking?

19 A. Yes, I was.

20 Q. What type of technology did Energy
21 Tracking have?

22 MR. WHITE: Objection; overly broad.
23 You may answer.

24 A. Web-based information services and
25 metering equipment to go with it.

40 (Pages 154 to 157)

Exhibit I

COPY

HAND DELIVERED

A-VALEY ENGINEERS, INC.
1137 ATLANTIC AVENUE, CAMDEN, NJ 08104
Tel: (856) 338-1450 Fax: (856) 338-1489

LETTER OF TRANSMITTAL

Date: 5/26/2000
Attention: Jim C. Goodman
Re: Target Buildings

TO: Mr. James C. Goodman
Bell Atlantic Corp.
216 Morris Ave.
Spring Lake, NJ 07762

COPIES TO: Lothar E.S.Budike
Powerweb Technologies, Inc.
655 Niblick Lane
Wallingford, PA 19086

GENTLEMEN:

WE ARE SENDING YOU: Attached XX Under separate cover via Hand the following items

X Shop drawings X Prints X Plans X Specifications
 ___ Copy of letter ___ Change order ___ Other Audit Reports

Copies	Date	No.	Description	Results and completion of the DATA
			gathering for the Emergency Generator Capacity Condition	
			and Audits for the "TARGET BUILDINGS" Referenced	
			Powerweb Technologies, Inc. AES Capacity Resale Program	
			Project. Completed Audits and Data gathering, at 29 New Jersey -	
				Locations.

THEY ARE TRANSMITTED as checked below:

☐ For approval
☒ For your use
☒ As requested
☐ For review and comment

☒ Approved as submitted
☐ Approved as noted
☐ Returned for corrections
☐ Other

FOR BIDS DUE _____ 19__

REMARKS: Call me if there are any questions

All Enclosures are self explanatory accordingly.

COPY TO Powerweb Technology

SIGNED

A-Valey Engineers, Inc.
by: Lothar E.S. Budike, P.E.,
President.

A-VALEY 00003

A-VALEY ENGINEERS, INC.

MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS
CONSULTING ENGINEERS



TEAMWORK

Together We Achieve the Extraordinary



MAY 26, 2000

COPY

Bell Atlantic NETWORK SERVICES, INC.
216 Morris Avenue
Spring Lake, New Jersey 07762

ATTENTION: Mr. James C. Goodman,
Manager/Real Estate Operation

REFERENCE: Results and Completion of the Data gathering
for the Emergency Generator Capacity,
Condition and Audits for the "TARGET BUILDINGS"
regarding Powerweb Technology AES Capacity
Resale Program project.

Dear Mr. Goodman:

Please be advised that A-Valey Engineers, Inc. ("AVE"), has
concluded the above referenced project as requested.
All requested Data was gathered and concluded from the
following underlined Bell, New Jersey State facilities;

- 1 : Newark Central Office, 540 Broad Street, Newark
- 2 : Newark Market Central Office, 95 Williams St. Newark
- 3 : Corporate Data Center, 999 West Main St., Freehold
- 4 : Corporate Training Center, 6000 Hadley RD., South Plainfld.
- 5 : New Brunswick Central Office, 18 Paterson St., New Brunswick
- 6 : Corporate Data Center, 175 Park Ave., Madison
- 7 : Newark 1 Central Office, 281 Washington St., Newark
- 8 : Bergen Central Office, 71 Madison Ave., Jersey City
- 9 : Paterson Central Office, 114 Paterson St., Paterson
- 10: Teaneck AMA, 1500 Teaneck Rd., Teaneck
- 11: Irvington DSC, 900 Clinton Ave., Irvington
- 12: Camden Central Office, 781 Federal St., Camden

A-VALEY 00004

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

MAY 26, 2000

Bell Atlantic NETWORK SERVICES, INC.

ATTENTION Mr.C.Goodman

PAGE #2

- 13: Camden ll Central Office, 12 N.7th. St., Camden
- 14: Elizabeth Central Office, 1196 E. Grand St., Elizabeth
- 15: Cranford Accounting, 1100 Orange Ave., Cranford
- 16: Trenton Central Office, 216 E. State St., Trenton
- 17: Support Service Hdqrt., 650 Park Ave., Orange
- 18: Passaic Central Office, 133 Prospect St., Passaic
- 19: Ewing Administration, 777 Parkway, Trenton
- 20: Journal Square Central Office, 773 Summit Ave., Jersey City
- 21: Hackensack Central Office, 256-260 State St., Hackensack
- 22: Morristown Central Office, 37 Maple Ave., Morristown
- 23: Atlantic City Central Office, 1609 Pacific Ave., Atl't. City
- 24: Irvington Central Office, 9 Coit St., Irvington
- 25: East Orange Central Office, 621 Williams St., East Orange
- 26: Jersey City TSPS, 136 Magnolia St., Jersey City
- 27: Englewood Central Office, 34 Engle St., Englewood
- 28: Asbury Park Central Office, 587 Bangs Ave., Asbury Park
- 29: Plainfield Central Office, 420 Park Ave., Plainfield

Additionally, because of your major concern, the following indicated Items were Thoroughly Checked at Each Facility while collecting the requested Data; n.l.

- a) Checked Ground Fault Security Protection System against Building Failure
- b) Operated and Checked Transfer Switches for proper "AUTO" and "MANUAL" operation
- c) Checked Building Excess Fuel Tank Capacity and Condition for On Site Tanks.

A-VALEY 00005

MAY 26, 2000
Bell Atlantic NETWORK SERVICES, INC.
ATTENTION Mr. C. Goodman
PAGE #3

- d) Checked Condition of the Per Set Backup Generation, Versus the Building Maximum Peak Load.
- e) Checked Rules and Regulations regarding Permit Station Status for the Building Diesel Generator Operation.
- f) Checked Building Status for the Federal/State - E.P.A. Containment Zone for Each Diesel Generator Operation.
- g) Checked Status of Each Building Diesel Generator, in order to Identify if Emission Controls could be added to the equipment.
- f) Completed total project as requested.
- g) Forwarded report to Mr. James C. Goodman, Manager Bell Atlantic Real Estate Operation, Spring Lake, NJ 07762 and to Mr. Lothar E.S. Budike, Powerweb Technologies, 655 Niblick Lane,, Wallingford, PA 19086

As agreed; the Cost incurred by AVE for this Completed project will be Back Charged in it's entirety to Powerweb - Technologies, Inc.

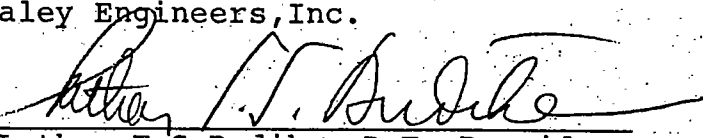
If there are any other questions relating to this project, please call me at 856/338-1450.

Thank you once again for the opportunity to be of service to you and to the Bell System.

Sincerely,

A-Valey Engineers, Inc.

by:


Lothar E.S. Budike, P.E., President

/mb

Encls.

C.c. Powerweb Technologies

A-VALEY 00006

A-VALEY 00007

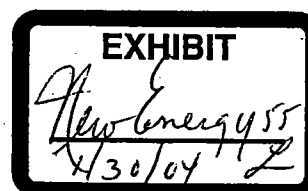
A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 67,200.00

NEWARK CENTRAL OFFICE, NEWARK
NEWARK MARKET CENTRAL OFFICE,
NEWARKJOB NO. 34065
P.O. NO. BACK CHARGE TO Powerweb-Technology
DATE 02/19/00 Through 03/04/00NEWARK 1 CENTRAL OFFICE, NEWARK
THREE (3) LOCATIONS


	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS 14 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS 280 @ \$240.00	\$240.00 P/H	\$ 67,200.00
TOTAL		\$ 67,200.00

1 - 19



A-VALEY 00008

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
 3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
 506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$14,400.00

CORPORATE DATA CENTER, FREEHOLD

JOB NO. 38066
P.O. NO. BACK CHARGE TO Powerweb-
Technology
DATE 03/06/00 Through 03/08/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS ,3 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		\$ 14,400.00

2 - 19

A-VALEY 00009

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 14,400.00

CORPORATE TRAINING CENTER,
SOUTH PLAINFIELDJOB NO. 312067
P.O. NO. BACK CHARGE TO Powerweb-
Technology
DATE 03/10/00 Through 03/12/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 3 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		

3 - 19

A-VALEY 00010

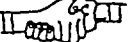
1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 14,400.00

JOB NO. 316068
P.O. NO. BACK CHARGE TO Powerweb-
TechnologyCORPORATE DATA CENTER,
MADISONDATE 03/14/00 Through 03/16/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 3 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		\$ 14,400.00

A-VALEY ENGINEERS, INC.**MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS****TEAMWORK** 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST****For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIES****WORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.****PROJECT COST \$14,400.00****JOB NO. 320069
P.O. NO. BACK CHARGE TO Powerweb-
Technology****NEW BRUNSWICK CENTRAL OFFICE
NEW BRUNSWICK****DATE 03/18/00 Through 03/20/00**

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS , 3 @ 10 HOURS/DAY /PER MAN		
TOTAL PROJECT HOURS , 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		\$ 14,400.00

5 - 19

A-VALEY 00012

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
 3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
 506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 14,400.00

JOB NO. 324070
P.O. NO. BACK CHARGE TO Powerweb-Technology
DATE 03/22/00 Through 03/24/00PATERSON CENTRAL OFFICE,
PATERSON

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 3 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		\$14,400.00

6 - 19

A-VALEY 00013

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS**COPY**TEAMWORK 
Together We Achieve the Extraordinary**PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 14,400.00

JOB NO. 328071
P.O. NO. BACK CHARGE TO Powerweb-
Technology

TEANECK AMA, TEANECK

DATE 03/26/00 Through 03/28/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 3 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		\$ 14,400.00

7 - 19

A-VALEY 00014

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$14,400.00

JOB NO. 401072
P.O. NO. BACK CHARGE TO Powerweb-
Technology
DATE 03/30/00 Through 04/01/00

IRVINGTON DSC, IRVINGTON

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 3 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 60 @ \$240.00	\$240.00 P/H	\$ 14,400.00
TOTAL		\$ 14,400.00


8 - 19

A-VALEY 00015

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.

**MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS**

TEAMWORK 
Together We Achieve the Extraordinary

COPY**PURCHASE ORDER REQUEST**

For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIES

WORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 33,600.00

JOB NO. 409073P.O. NO. BACK CHARGE TO Powerweb-
TechnologyDATE 04/03/00 Through 04/09/00

CAMDEN CENTRAL OFFICE, CAMDEN
CAMDEN 11 CENTRAL OFFICE, CAMDEN
ATLANTIC CITY CENTRAL OFFICE,
ATLANTIC CITY

THREE (3) LOCATIONS

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS , 7 @ 10 HOURS/DAY /PER MAN		
TOTAL PROJECT HOURS , 140 @ \$240.00	\$240.00 P/H	\$ 33,600.00
TOTAL		\$ 33,600.00

9 - 19

A-VALEY 00016

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$

JOB NO. 416074
P.O. NO. BACK CHARGE TO Powerweb-
Technology
DATE 04/12/00 Through 04/16/00EWING ADMINISTRATION, EWING
TRENTON CENTRAL OFFICE, TRENTON


TWO (2) LOCATIONS

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 5 @ 10 HOURS/DAY/PER HOUR		
TOTAL PROJECT HOURS, 100 @ \$240.00	\$240.00 P/H	\$ 24,000.00
TOTAL		\$ 24,000.00

10 - 19

A-VALEY 00017

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS**COPY**TEAMWORK 
Together We Achieve the Extraordinary**PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 9,600.00


JOB NO. 419075P.O. NO. BACK CHARGE TO Powerweb-
TechnologyELIZABETH CENTRAL OFFICE,
ELIZABETHDATE 04/18/00 Through 04/19/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS , 2 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS , 40 @ \$240.00	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00

11 - 19

A-VALEY 00018

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 9,600.00

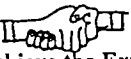
JOB NO. 421076P.O. NO. BACK CHARGE TO Powerweb-
TechnologyDATE 04/20/00 Through 04/21/00CRANFORD ACCOUNTING,
CRANFORD

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS , 2 @ 10 HOURS/DAY /PER MAN		
TOTAL PROJECT HOURS , 40 @ \$240.00	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00

12 - 19

A-VALEY 00019

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.**MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS**TEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST****For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIES**WORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 38,400.00

SUPPORT SVC HEADQUARTERS, ORANGE
PASSAIC CENTRAL OFFICE, PASSAIC
EAST ORANGE CENTRAL OFFICE,
EAST ORRANGE
IRVINGTON CENTRAL OFFICE, IRVINGTONJOB NO. 429077
P.O. NO. BACK CHARGE TO Powerweb-
Technology
DATE 04/22/00 Through 04/29/00

FOUR (4) LOCATIONS

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS , 8 @ 10 HOURS/DAY /PER MAN		
TOTAL PROJECT HOURS , 160 @ \$240.00	\$240.00 P/H	\$ 38,400.00
TOTAL		\$ 38,400.00

13 - 19

A-VALEY 00020

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 9,600.00

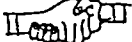
JOB NO. 501078P.O. NO. BACK CHARGE TO Powerweb-
TechnologyMORRISTOWN CENTRAL OFFICE,
MORRISTOWNDATE 04/31/00 Through 05/01/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 2 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 40 @ \$240.00	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00

14 - 19

A-VALEY 00021

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**CCPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 28,800.00

JERSEY CITY TSP, JERSEY CITY
JOURNAL SQUARE CENTRAL OFFICE,
JERSEY CITYJOB NO. 508079
P.O. NO. BACK CHARGE TO Powerweb-
Technology
DATE 05/03/00 Through 05/08/00

BERGEN CENTRAL OFFICE, JERSEY CITY

THREE (3) LOCATIONS

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 6 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 120 @ \$240.00	\$240.00 P/H	\$ 28,800.00
TOTAL		\$ 28,800.00

15 - 19

A-VALEY 00022

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 9,600.00

JOB NO. 511080

P.O. NO. BACK CHARGE TO Powerweb-
TechnologyENGLEWOOD CENTRAL OFFICE,
ENGLEWOOD

DATE 05/10/00 Through 05/11/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS , 2 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS , 40 @ \$240.00	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00

16 - 19

A-VALEY 00023

1137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 9,600.00

JOB NO. 514081

P.O. NO. BACK CHARGE TO Powerweb-
TechnologyASBURY PARK CENTRAL OFFICE,
ASBURY PARK

DATE 05/13/00 Through 05/14/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 2 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 40 @ \$240.00	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00

A-VALEY ENGINEERS, INC.**MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERS**TEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST****For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIES**WORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.


PROJECT COST \$ 9,600.00

JOB NO. 517082P.O. NO. BACK CHARGE TO Powerweb-
TechnologyPLAINFIELD CENTRAL OFFICE,
PLAINFIELDDATE 05/16/00 Through 05/17/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 2 @ 10 HOURS/DAY /PER MAN		
TOTAL PROJECT HOURS	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00

18 - 19

A-VALEY 000251137 Atlantic Avenue - Camden, NJ 08104 - (856) 338-1450 - FAX (856) 338-1489
3557 National Dr., Suite D - Norman, OK 73069 - (405) 360-2996 - FAX (405) 360-9675
506 Georgetown Road - Wallingford, PA 19086 - (610) 876-3192

A-VALEY ENGINEERS, INC.MECHANICAL AND ENVIRONMENTAL CONTRACTORS
LICENSED MARINE & INDUSTRIAL ENGINEERSTEAMWORK 
Together We Achieve the Extraordinary**COPY****PURCHASE ORDER REQUEST**For Work Performed : FOR POWERWEB TECHNOLOGY AT
BELL ATLANTIC NJ FACILITIESWORK PERFORMED WHILE BUILDING
UNOCCUPIED, AFTER HOUR, NIGHTS
WEEKEND AND HOLIDAYS.

PROJECT COST \$ 9,600.00

JOB NO. 520083P.O. NO. BACK CHARGE TO Powerweb-
TechnologyHACKENSACK CENTRAL OFFICE,
HACKENSACKDATE 05/19/00 Through 05/20/00

	UNIT PRICE	AMOUNT
PROVIDED PROFESSIONAL SERVICES, LABOR AND MATERIAL FOR THE FACILITY AND OR FACILITIES		
EMERGENCY ON SITE GENERATOR CAPACITY, CONDITION AND ALL OTHER DATA GATHERING, AS OUTLINED AND REQUESTED.		
COMPLETED THE PROJECT AND SUBMITTED ALL		
RELEVANT DATA REPORTS.		
AGREED HOURLY RATE CHARGE, \$240.00 NET P/H		
(\$90.00 + \$150.00) \$240.00		
TOTAL DAYS, 2 @ 10 HOURS/DAY/PER MAN		
TOTAL PROJECT HOURS, 40 @ \$240.00	\$240.00 P/H	\$ 9,600.00
TOTAL		\$ 9,600.00